

RECORDATION NO. 18414 -N
FILED

JAN 03 '12 -2 5 5 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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January 3, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Sublease and Release of Sublease Assignment, dated as of January 3, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Sublease and Assignment previously filed with the Board under Recordation Number 18414-I.

The names and addresses of the parties to the enclosed document are:

Senior Lessor: U.S. Bank National Association
2 Liberty Place
50 South 16th Street, Suite 2000
Philadelphia, Pennsylvania 19102

Sublessor: Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19103

Chief, Section of Administration
January 3, 2012
Page 2

Sublessee: Norfolk Southern Railway Company
(successor to PRR Newco, Inc.)
110 Franklin Road, S.E.
Roanoke, Virginia 24042

A description of the railroad equipment covered by the enclosed document
is:

All railcars covered by the Memorandum of Sublease and Assignment
previously filed with the Board under Recordation Number 18414-I

A short summary of the document to appear in the index is:

Notice of Termination of Sublease and Release of Sublease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Edward M. Luria

EML/bhs
Enclosures

**NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE
ASSIGNMENT**

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.), Sublessee, publish this notice, and each of them hereby acknowledges and confirms, that the sublease described in the Memorandum of Sublease and Assignment PRR-N693 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, PRR Newco Inc., Sublessee, and Norfolk Southern Railway Company, Guarantor, has been terminated

The Memorandum was originally filed with the Surface Transportation Board on August 17, 2004 at 2 35 p.m. under Recordation Number 18414-I and filed with the RGC on August 20, 2004 under Document Key 15780 and covers the railcars listed therein

The Memorandum also recites that the sublease was assigned to Wachovia Bank, N.A., not in its individual capacity but solely as Trustee, since succeeded by U.S. Bank, National Association ("Senior Lessor") as security for Sublessor's obligations under a senior lease. Senior Lessor hereby releases its rights under the assignment and all of its rights, obligations, and security interests in the sublease

[Signatures Contained on Following Page]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 2nd day of January, 2012.

Consolidated Rail Corporation,
Sublessor

By: Jonathan M. Broder
Name: Jonathan M. Broder
Title: Vice President & Chief
Legal Officer

Norfolk Southern Railway Company
(on its own behalf and as successor
in interest to PRR Newco Inc.,
Sublessee)

By: _____
Name: _____
Title: _____

U.S. Bank National Association, not
in its individual capacity but solely as
Trustee, Senior Lessor

By: Michael
Name: E. HRODICH
Title: Vice President

CONSOLIDATED RAIL CORPORATION

By: Jonathan M. Broder
Printed Name: Jonathan M. Broder
Title: VP Corporate Development & Chief
Legal Officer

State of PENNSYLVANIA
County of PHILADELPHIA

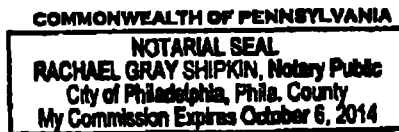
ss.

On this 3rd day of JANUARY, before me personally appeared JONATHAN M. BRODER to me personally known, who, being duly sworn did say that (s)he is a VP of Consolidated Rail Corporation of CONSOLIDATED RAIL CORPORATION, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]
NOTARY PUBLIC

My commission expires:



IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 2nd day of January, 2012.

Consolidated Rail Corporation,
Sublessor

By: _____
Name: _____
Title: _____

Norfolk Southern Railway Company
(on its own behalf and as successor
in interest to PRR Newco Inc.,
Sublessee)

By: Martin R. Stewart
Name: Martin R. Stewart
Title: Vice President & Treasurer

U.S. Bank National Association, not
in its individual capacity but solely as
Trustee, Senior Lessor

By: _____
Name: _____
Title: _____

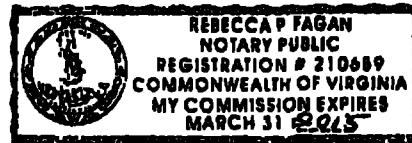
STATE OF)

COUNTY OF)

On this 5th day of January, 2012, before me personally appeared MARIA R. STEWART, to me personally known, who, being by me duly sworn, said that he/she is Vice President of Norfolk Southern Railway Company, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Rebecca P. Fagan
NOTARY PUBLIC

My commission expires:



IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 24 day of January, 2012.

Consolidated Rail Corporation,
Sublessor

By: _____
Name: _____
Title: _____

Norfolk Southern Railway Company
(on its own behalf and as successor
in interest to PRR Newco Inc ,
Sublessee)

By: _____
Name: _____
Title: _____

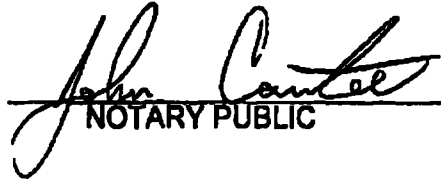
U.S. Bank National Association, not
in its individual capacity but solely as
Trustee, Senior Lessor

By: *[Signature]*
Name: C. HROVICH
Title: Vice President

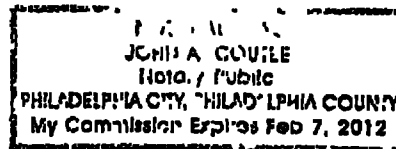
STATE OF

COUNTY OF

On this 31st day of JANUARY 2012, before me personally appeared D. HROMYCH, to me personally known, who, being by me duly sworn, said that he/she is Vice President of U.S. Bank National Association, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

My commission expires:



CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

1-3-12

Edward M Luria

Edward M Luria